

PROMISSORY NOTE

April 1, 1994

On or before March 31, 1999, RICO PROPERTIES LIMITED LIABILITY COMPANY, a Colorado Limited Liability Company, promises to pay to the order of RICO DEVELOPMENT CORPORATION, a Colorado Corporation, c/o Telluride Mountain Title, Telluride, Colorado, the sum of One Million Four Hundred Ninety-nine Thousand Nine Hundred and no/100 Dollars (\$1,499,900.00), payable in quarterly installments of interest only commencing on or before July 1, 1994 and continuing on a like day of each and every quarter thereafter until paid in full. Interest shall be at the rate of eight percent (8%) per annum, which interest shall commence to accrue on April 1, 1994. The failure of Maker to make all payments hereunder in a timely manner shall void the option.

11-5-94. TO BE REPLACED BY  
NEW NOTE + TRUST DEED.  
Maker reserves the right to prepay any or all of the unpaid balance any time without penalty.

The failure to pay any installment when due shall cause the entire unpaid balance of this note to become immediately due and payable at the election of the holder hereof. Presentment for payment and notice of non payment are each hereby expressly and severally waived by the maker, or makers, and all endorser hereof; and in case payment of this note shall not be made at maturity, it is agreed by said parties that all costs of collection, including a reasonable attorney's fee, will be paid in addition and may be recovered as part hereof.

All payments of principal made hereunder for release of property or properties set forth on Exhibit "A", attached hereto

and incorporated herein by reference, shall be applied to reduce  
the principal balance of the Promissory Note.  
THIS IS A NON-RECOURSE PROMISSORY NOTE.

RICO PROPERTIES LIMITED LIABILITY  
COMPANY, a Colorado Limited  
Liability Company

BY:

Rym Thiele

Address:

PoBox 220

RICO, COLORADO 81332